

Corporate Governance Report

{Regulation 27(2) of the SEBI (Listing Obligations & Disclosures Requirements) Regulations, 2015}

Name of the Company : GLITTEK GRANITES LTD.

Quarter Ending on : 31st March, 2020

I. Composition of Board of Directors

Title (Mr./Mrs.)	Name of the Director	PAN & DIN	Category (Chairperson/ Executive/Non Executive/ Independent /Nominee)	Initial date of appointment	Date of Reappointment in the Current term/ cessation	Date of cessation	Tenure (to be filled in only for ID)	Date of Birth	No of Directorship in listed entities including this listed entity	No of Independent Directorship in listed entities including this listed entity	No. of membership in Audit/ Stakeholder Committee including this listed entity	No. of Post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity
Mr.	Bimal Kumar Agarwal	ACXPA1360Q 00170289	Chairperson Non-Executive	29/10/1990	---	N.A	--	13/01/1957	1	Nil	2 (AC and SRC)	Nil
Mr.	Kamal Kumar Agarwal	ACYPA5494J 00050191	Executive Director	29/10/1990	01/04/2018	N.A	--	25/12/1960	1	Nil	1(SRC)	Nil
Mr.	Ashoke Agarwal	ACYPA5495K 00050213	Executive Director	29/10/1990	01/04/2018	N.A	--	24/09/1963	1	Nil	NIL	Nil
Mr.	A. Venkatesh	AAIPV3474H 01047632	Independent Director	20/03/2003	28/09/2019	N.A	15 years 9months	15/06/1957	1	1	1 (AC)	1 (AC)
Mr.	A.T.Gowda	ADNPG8691F 01102045	Independent Director	14/03/2002	28/09/2019	N.A	16 Years 9months	12/03/1936	1	1	2 (AC and SRC)	1(SRC)
Mrs.	Mira Agarwal	ADDDPA0165E 00537471	Independent Director	29/09/2015	29/09/2015	N.A	4.50 years	01/01/1953	1	1	Nil	Nil
Whether Regular Chairperson appointed									Yes			
Whether Chairperson is related to Managing Director or CEO									Yes			

II. Composition of Committees

Name of Committee	Whether Regular Chairperson Appointed	Name of Committee Members	Category (Chairperson/ Executive/ Non-Executive/ Independent /Nominee)	Date of appointment	Date of cessation
Audit Committee	Yes	Shri A. Venkatesh, Chairperson	Independent Director	27.05.2003	NA
		Shri A.T. Gowda, Member	Independent Director	27.05.2003	
		Shri Bimal Kumar Agarwal, Member	Non-Executive Director	27.05.2003	
Nomination & Remuneration Committee	Yes	Shri A. Venkatesh, Chairperson	Independent Director	27.05.2003	NA
		Shri A.T. Gowda, Member	Independent Director	27.05.2003	
		Shri Bimal Kumar Agarwal, Member	Non-Executive Director	12.11.2011	
Stakeholder's Relationship Committee	Yes	Shri A. T.Gowda, Chairperson	Independent Director	30.01.2003	NA
		Shri Bimal Kumar Agarwal, Member	Non-Executive Director	30.01.2003	
		Shri Kamal Kumar Agarwal, Member	Executive Director	30.01.2003	

III. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met*	Number of Directors present*	Number of Independent Directors present*	Maximum Gap between any two consecutive meetings in the Number of days
---	---	------------------------------------	------------------------------	--	--

quarter					
14/11/2019	14/02/2020	Yes	5	3	91 days

*For Current Quarter only

IV. Meeting of Committees

Audit Committee					
Date(s) of Meeting of the Committee in the Relevant Quarter	Whether requirement of quorum met (details)	Number of Directors present *	Number of Independent Directors present*	Date(s) of Meeting of the Committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days
14/02/2020	Yes	2	2	14/11/2019	91 days
Nomination & Remuneration Committee					
Date(s) of Meeting of the Committee in the Relevant Quarter	Whether requirement of quorum met (details)	Number of Directors present *	Number of Independent Directors present*	Date(s) of Meeting of the Committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days
14/02/2020	Yes	2	2	--	---
Stakeholder's Relationship Committee					
Date(s) of Meeting of the Committee in the Relevant Quarter	Whether requirement of quorum met (details)	Number of Directors present *	Number of Independent Directors present*	Date(s) of Meeting of the Committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days
14/02/2020	Yes	2	1	--	--

*For Current Quarter only

V. Related Party Transactions

Subject	Compliance Status (Yes/No/NA)
Whether prior approval of the Audit Committee Obtained	Yes
Whether Shareholder approval obtains for material RPT	NA
Whether details of RPT entered into pursuant to Omnibus approval have been reviewed by Audit Committee	Yes

VI. Affirmation

1	The Composition of Board of Directors is in terms of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015
2.	The Composition of the following Committees is in terms of SEBI (Listing Obligations and Requirements) Regulations, 2015 <ul style="list-style-type: none"> a. Audit Committee b. Nomination and Remuneration Committee c. Stakeholder's Relationship Committee
3	The Committee Members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
4.	The Meeting of the Board of Directors and above Committees have been conducted in the manner specified in SEBI (Listing Obligations and Requirements) Regulations, 2015
5.	This report shall be placed before Board of Directors in the next Board Meeting and the report submitted in previous quarter has been placed before Board of Directors.



(Lata Bagri)
Company Secretary and Compliance Officer

II. Annual Affirmations		
Particulars	Regulation Number	Compliance Status (Yes/No/NA)
Independent director(s) have been appointed in terms of specified criteria of "independence" and/or "eligibility"	16(1)(b) & 25(6)	Yes
Board Composition	17(1)	Yes
Meeting of Board Of Directors	17(2)	Yes
Quorum of Board Meeting	17(2A)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of conduct	17(5)	Yes
Fees/Compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Director	17(10)	Yes
Recommendation of Board	17(11)	Yes
Maximum number of directorship	17A	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of Nomination & Remuneration Committee	19(1) & 19(2)	Yes
Quorum of Nomination and Remuneration Committee Meeting	19(2A)	Yes
Meeting of Nomination & Remuneration Committee	19(3A)	Yes
Composition of Stakeholder Relationship Committee	20(1) ,20(2) & 20(2A)	Yes
Meeting of Stakeholder Relationship Committee	20(3A)	Yes
Composition and role of Risk Management Committee	21 (1), (2), (3), (4)	NA
Meeting of Risk Management Committee	21(3A)	NA
Vigil Mechanism	22	Yes
Policy for Related Party Transactions	23(1), (5), (6), (7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all Related party Transactions	23(2),(3)	Yes
Approval for material related party transactions	23(4)	NA
Disclosure of related party transactions on consolidated basis	23(9)	Yes
Composition of Board of Directors of unlisted material subsidiary	24(1)	NA
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5),(6)	NA
Annual Secretarial Compliance Report	24(A)	Yes
Alternate Director to Independent Director	25(1)	NA
Maximum Tenure	25(2)	Yes
Meeting of Independent Directors	25(3) & (4)	Yes
Familiarization of Independent Director	25(7)	Yes

Annexure-II

Format to be submitted by listed entity at the end of the financial year 31.03.2020 (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations	
Item	Compliance status (Yes/No/NA)
Details of Business	Yes
Terms and conditions of appointment of Independent Directors	Yes
Composition of Various Committees of Board of Directors	Yes
Code of Conduct of Board of Directors and senior Management Personnel	Yes
Details of establishment of vigil/mechanism/ Whistle Blower policy	Yes
Criteria of making payments to Non-Executive Directors	Yes
Policy on dealing with related party transactions	Yes
Policy for determining material subsidiaries	NA
Email address for grievance redressal and other relevant details	Yes
Details of familiarization programmes imparted to independent directors	Yes
Email address for grievance redressal and other relevant details	Yes
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes
Financial results	Yes
Shareholding pattern	Yes
Details of agreements entered into with the media companies and/or their associates	NA
Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	NA
New name and old name of the listed entity	NA
Advertisements as per regulation 47(1)	NA
Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments	NA
Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	NA
As per other regulations of the LODR:	
Whether company has provided information under separate section on its website as per regulation 46(2)	Yes
Materiality Policy as per Regulation 30	NA
Dividend Distribution policy as per Regulation 43A (as applicable)	NA
It is certified that these contents on the website of the listed entity are correct.	

Declaration from Independent Director	25(8) & (9)	Yes
Directors and officers insurance	25(10)	NA
Membership in the Committees	26(1)	Yes
Affirmation with Compliance to Code of Conduct from members of Board of Directors and senior Management personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to Obligations of Directors and senior management	26(2) & 26(5)	Yes


Notes:

1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For Example, if the Board has been composed in accordance with the requirements of Listing Regulations, "yes" may be indicated. Similarly, in case the listed entity has no related party transactions, the words "N.A may be indicated.
2. If status is "No" details of non-compliance may be given here.
3. If the listed Entity would like to provide any other information the same may be indicated here.

III. Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the corporate Governance requirements with respect to Listed Entity have been complied- Not Applicable

Name & Designation


Lata Bagri
(Company Secretary)